

804-358-2473

457 5500

RECORDATION NO. 8925-12

FEB 14 1978 -10 20 AM

INTERSTATE COMMERCE COMMISSION

RICHMOND LEASING COMPANY
777 SOUTH POST OAK ROAD
HOUSTON, TEXAS 77056

RECORDATION NO. 8925-12

FEB 14 1978 -10 20 AM

INTERSTATE COMMERCE COMMISSION

February 14, 1978

RECEIVED
FEB 14 10 16 AM '78
CERTIFICATION UNIT

Secretary
Interstate Commerce Commission
Washington, D. C. 20423

Gentlemen:

In accordance with the provisions of Section 20c of the Interstate Commerce Act and Rules and Regulations of the Interstate Commerce Commission ("ICC") thereunder, there is submitted herewith for filing and recordation an Assignment and a Bill of Sale of the railroad cars used or intended for use in connection with interstate commerce as follows:

1. Three (3) executed counterparts of an Assignment dated as of February 14, 1978, by and between Richmond Leasing Company (Assignor) and The First National Bank of Fort Worth (Assignee); and
2. Three (3) executed counterparts of a Bill of Sale dated as of February 14, 1978, between Richmond Leasing Company and The First National Bank of Fort Worth.

The address of Richmond Leasing Company is 777 South Post Oak, Houston, Texas 77056, the address of The First National Bank of Fort Worth is One Burnett Plaza, Fort Worth, Texas 76101, and the address of The Prudential Insurance Company of America is 6500 West Loop South, Bellaire, Texas.

The Assignment and Bill of Sale have been executed in connection with an Equipment Trust Agreement dated as of August 2, 1977, and filed with the Interstate Commerce Commission on August 4, 1977, and which has been assigned the following recordation number: 8925.

The equipment covered by the Assignment and the Bill of Sale is described in Exhibit A hereto.

Enclosed is a check to cover the recordation fee.

8-045A070

FEB 14 1978

Fee \$ 50

ICC Washington, D. C.

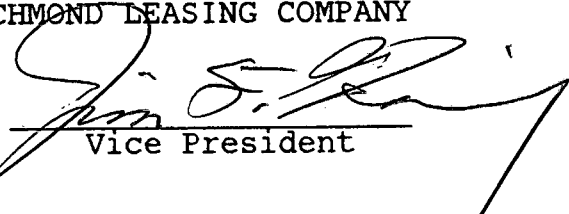
John M. Morley
Counsellor

You are hereby authorized to deliver one executed copy of the Assignment and Bill of Sale with filing data noted thereon, following recordation, to the representative of Messrs. Baker & Botts, who is delivering this letter and said enclosures to you.

Very truly yours,

RICHMOND LEASING COMPANY

By


Vice President

RECORDATION NO. 8925-111 Filed Recorded

FEB 14 1978 -10 20 AM

RICHMOND LEASING COMPANY
EQUIPMENT TRUST, SERIES 11
INTERSTATE COMMERCE COMMISSION

Bill of Sale

THIS AGREEMENT, dated as of the 14th day of February, 1978, by and between Richmond Leasing Company, a corporation organized and existing under the laws of the State of Delaware (hereinafter called "Seller"), and The First National Bank of Fort Worth, a national banking association incorporated and existing under the laws of the United States, as Trustee (hereinafter called "Buyer"), pursuant to Equipment Trust Agreement dated as of August 2, 1977, as amended by the First Supplement to Equipment Trust Agreement, dated as of December 30, 1977, by and between Seller and Buyer.

In consideration of \$10.00 in hand paid and other good and valuable consideration, receipt of all of which is hereby acknowledged, Seller does hereby sell and convey to the Buyer the railroad cars described in Exhibit A attached hereto and made a part hereof for all purposes.

Seller hereby warrants that it has title to the described property and that the described property is free from all liens and encumbrances (including any leasehold interest) other than the Existing Leases described in the attached Exhibit B; and Seller further agrees to forever

warrant and defend the title to the described property unto Buyer, its successors and assigns, against all lawful claims.

RICHMOND LEASING COMPANY

By


Donald E. Jessie, President

(SEAL)

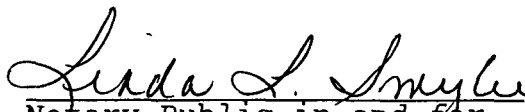
ATTEST:


S. Ann Lusk, Secretary

THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §

BEFORE ME, the undersigned, a Notary Public in and for said County and State, on this day personally appeared DONALD E. JESSIE, President of Richmond Leasing Company, known to me to be the person and officer whose name is subscribed to the foregoing instrument, and acknowledged to me that the same was the act of Richmond Leasing Company, a corporation, and that he executed the same as the act of such corporation for the purposes and consideration therein expressed, and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this the 10th day of February, 1978.


Notary Public in and for
Harris County, Texas

My Commission Expires:

6-2-79

EXHIBIT A

RICHMOND LEASING COMPANY
EQUIPMENT TRUST, SERIES 11

<u>Quantity</u>	<u>Class</u>	<u>Capacity in Gallons</u>	<u>Initialed and Car Numbers</u>
8	DOT111A100W1	23,500	RTMX 3175 thru 3182
12	DOT105A300W	34,000	RTMX 4515 thru 4526

EXHIBIT B

EXISTING LEASES

Tank Car Lease and Service Contract dated May 27, 1977, between Richmond Leasing Company and Northern Propane Gas Company, and containing Riders 1 and 2, both dated as of May 27, 1977, covering the following described railroad tank cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
12	100-ton 34,000 Gallon DOT105A300W Non-Coiled and Insulated Tank Cars	RTMX 4515 thru 4526

Tank Car Lease and Service Contract dated October 5, 1976, between Richmond Leasing Company and Oxirane Chemical Company, and containing Riders 3 and 4, both dated as of August 4, 1977, covering the following described railroad tank cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
8	100-ton 23,500 Gallon DOT105A300W Non-Coiled and Non- Insulated Tank Cars	RTMX 3175 thru 3182